

REGISTERED NUMBER: 10817818 (England and Wales)

FC Skyfall Intermediate Holdco 1 Limited
Strategic Report, Directors' Report and
Financial Statements for the Year Ended 30th September 2020

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FC Skyfall Intermediate Holdco 1 Limited

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for the Year Ended 30th September 2020**

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FC Skyfall Intermediate Holdco 1 Limited

**Company Information
for the Year Ended 30th September 2020**

DIRECTORS:

Mr D A Smith
Mr J W Tugendhat

REGISTERED OFFICE:

Southgate House
Archer Street
Darlington
DL3 6AH

REGISTERED NUMBER:

10817818 (England and Wales)

INDEPENDENT AUDITORS :

KPMG LLP
Quayside House
110 Quayside
Newcastle-upon-Tyne
NE1 3DX

FC Skyfall Intermediate Holdco 1 Limited

Strategic Report for the Year Ended 30th September 2020

The directors present their strategic report for the year ended 30th September 2020.

REVIEW OF BUSINESS

FC Skyfall Intermediate Holdco 1 Limited ("the Company") acts as a holding company, which conducts corporate activities on behalf of the Company and its subsidiaries ("the Group"). The Group owns care homes which are managed by the operating subsidiaries, HC-One Limited ("HC-One"), Meridian Healthcare Limited ("Meridian"), HC-One Beamish Limited ("Beamish"), and RV Care Homes Limited ("RV Care"), all providing nursing and residential care for the elderly in the UK, and HC-One Beamish Homecare Limited ("Beamish Homecare") and RV Extra Care Limited ("RV Extra Care") are domiciliary care providers in the North East and South West of England respectively.

RESULTS

The Company's profit before taxation for the year ended 30th September 2020 was £4.8m (year ended 2019: £5.9m) due to dividends received. As at 30th September 2020 net assets of the Company were £220.0m (2019: £220.0m).

PRINCIPAL RISKS AND UNCERTAINTIES

The Directors of the Company have the overall responsibility for the FC Skyfall Upper Midco Limited group ("the Group"), of which the Company is a subsidiary. The principal risks and uncertainties of the Group also apply to the Company. The consolidated financial statements of FC Skyfall Upper Midco Limited, for the year ended 30th September 2020, are publicly available from Companies House at Crown Way, Cardiff, Wales CF14 3UZ.

There are no further risks specific to the Company.

POST BALANCE SHEET EVENTS

Details of significant events since the balance sheet date are contained in note 12 to the financial statements.

GOING CONCERN

The financial statements have been prepared on a going concern basis which the Directors consider to be appropriate for the following reasons:

The Company is a subsidiary of FC Skyfall Holdco 3 Limited (the "Group"). The directors of FC Skyfall Holdco 3 Limited, the parent undertaking, manage the Group's strategy and risks on a consolidated basis, rather than at an individual entity level. Similarly, the financial and operating performance of the business is assessed at a Group level. For these reasons, the directors do not prepare cash flow forecasts at an individual entity level.

The Directors have reviewed the going concern of the Group and the Company carefully in the preparation of these financial statements. In order to prepare the financial statements on a going concern basis, the Directors have considered detailed financial projections for a period through 12 months from the date of signing the financial statements. These projections are based on the Group's detailed forecasts. By their very nature, forecasts and projections are inherently uncertain, however, the prepared forecasts show that the Group will operate well within its committed facilities for that period.

The Directors have prepared detailed cash flow forecasts for the Group for the period to 30th September 2025. Net debt levels, servicing costs and working capital requirements are closely monitored and managed in accordance to the Group's objectives, policies and processes, and these have each been considered as part of these forecasts.

The Group has reviewed its working capital requirements including its current shareholders' funds position and maintains sufficient cash resources to meet its day to day working capital requirements. At 30th September 2020, the FC Skyfall Holdco 3 Limited Group was financed by £102.0m of cash, £461.2m of term loans and £134.3m of loan notes with related parties. On 27th April 2021, FC Skyfall (UK) Financeco Limited, the new intermediate parent company of the Company, entered into a new facility agreement for a total loan of £570.0m, which consisted of £540.0m to fully repay the existing debts of FC Skyfall Holdco 3 Limited Group and a further facility of £30.0m is available for drawdown to fund working capital and capital expenditure within the next two years. No financial covenants are tested within the first two years and there is no amortisation during the term of the loan.

**Strategic Report
for the Year Ended 30th September 2020**

GOING CONCERN (continued)

Sensitivity analysis has been performed to model the impact of more adverse trends compared to those included in the financial projections. These sensitivities seek to model the impact of severe but plausible downside risks to the achievement of the financial projections. The sensitivities applied were a further fall in occupancy due to increased death rates and delay in recovery of admissions due to an increase of homes in outbreak (homes in outbreak are unable to accept admissions). When these downside sensitivities are applied to the financial projections, there are no indications of liquidity concerns, for a period through 12 months from the date of signing the financial statements, noting that the Group has no financial covenants that need to be complied with until the quarter ending 30th June 2023.

The going concern of the Company is dependent upon the overall going concern of the FC Skyfall Holdco 3 Limited Group. The Company and its Group undertakings are obligors to a £570m term loan facility agreement entered into by FC Skyfall (UK) Financeco Limited, the Company's intermediate parent undertaking. The facility is secured by a fixed and floating charge over the Group's assets and unlimited guarantee from its Group undertakings. FC Skyfall Holdco 3 Limited has indicated that it will make available such funds as are needed by the entity and that it does not intend to seek repayment of amounts due at the balance sheet date for a period of at least 12 months from the date of approval of these financial statements. As with any company placing reliance on other Group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue indefinitely although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Based on the Group's forecasts and projections and taking into account reasonable possible changes in trading performance as mentioned above, the Directors have a reasonable expectation that the Group and the Company will have adequate resources to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements. Thus, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

APPROVED BY THE BOARD AND SIGNED ON ITS BEHALF:



Mr D A Smith - Director

29th April 2021

FC Skyfall Intermediate Holdco 1 Limited

Directors' Report for the Year Ended 30th September 2020

The directors present their report with the financial statements of the Company for the year ended 30th September 2020.

PRINCIPAL ACTIVITY

The principal activity of the Company's parent undertaking, FC Skyfall Upper Midco Limited and its subsidiaries (the "Group"), is the management and running of care homes principally for the elderly. The Group also owns the freeholds of care homes which are leased to the operating subsidiaries (HC-One Limited, Meridian Healthcare Limited and HC-One Beamish Limited).

The principal activity of the Company is to act as a holding company. The Directors intend to continue this activity in the forthcoming year.

DIVIDENDS

Dividends of £4,827,000 (year ended 2019: £5,901,000) were proposed and paid in respect of the financial year.

EVENTS SINCE THE END OF THE YEAR

Information relating to events since the end of the year is given in the notes to the financial statements.

DIRECTORS

Mr D A Smith has held office during the whole of the period from 1st October 2019 to the date of this report.

Other changes in directors holding office are as follows:

Mr J W Tugendhat - appointed 14th September 2020

Mr J J Hutchens - appointed 18th November 2019 - resigned 5th February 2020

DIRECTORS' INDEMNITIES

The ultimate parent undertaking of the Company, FC Skyfall TopCo Limited has made qualifying third-party indemnity provisions for the benefit of the Company's Directors and the directors of all its other subsidiaries, which were made during the period and remain in force to the date of this report.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the Company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

APPROVED BY THE BOARD AND SIGNED ON ITS BEHALF:



Mr D A Smith - Director

29th April 2021

**Statement of Directors' Responsibilities
for the Year Ended 30th September 2020**

The Directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland.

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Report of the Independent Auditors to the Members of FC Skyfall Intermediate Holdco 1 Limited

Opinion

We have audited the financial statements of FC Skyfall Intermediate Holdco 1 Limited ("the company") for the year ended 30th September 2020, which comprise the Profit and Loss Account, Balance sheet, Statement of Changes in Equity and related notes, including the accounting policies in note 2.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30th September 2020 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going Concern

The Directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Group or the Company or to cease their operations, and as they have concluded that the Group and the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over their ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the Group's business model and analysed how those risks might affect the Group and the Company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the Group or the Company will continue in operation.

Strategic Report and Directors' Report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the directors' report;
- in our opinion the information given in that report for the financial year is consistent with the financial statements; and
- in our opinion that report has been prepared in accordance with the Companies Act 2006.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

**Report of the Independent Auditors to the Members of
FC Skyfall Intermediate Holdco 1 Limited**

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in these respects.

Responsibilities of directors

As explained more fully in their statement set out on page five, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in a Report of the Auditors and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Nick Plumb (Senior Statutory Auditor)
for and on behalf of KPMG LLP
Quayside House
110 Quayside
Newcastle-upon-Tyne
NE1 3DX

29th April 2021

FC Skyfall Intermediate Holdco 1 Limited

Statement of Comprehensive Income
for the Year Ended 30th September 2020

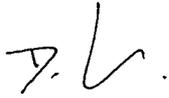
	Notes	2020 £'000	2019 £'000
TURNOVER	4	<u>4,827</u>	<u>5,901</u>
PROFIT BEFORE TAXATION	5	4,827	5,901
Tax on profit	6	-	-
PROFIT FOR THE FINANCIAL YEAR		<u><u>4,827</u></u>	<u><u>5,901</u></u>

The notes on pages 11 to 19 form part of these financial statements

Balance Sheet
30th September 2020

	Notes	2020 £'000	2019 £'000
FIXED ASSETS			
Investments	8	220,041	220,041
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>220,041</u>	<u>220,041</u>
CAPITAL AND RESERVES			
Called up share capital	9	220,041	220,041
SHAREHOLDERS' FUNDS		<u>220,041</u>	<u>220,041</u>

The financial statements were approved by the Board of Directors and authorised for issue on 29th April 2021 and were signed on its behalf by:



Mr D A Smith - Director

**Statement of Changes in Equity
for the Year Ended 30th September 2020**

	Called up share capital £'000	Retained earnings £'000	Total equity £'000
Balance at 1st October 2018	220,041	-	220,041
Dividends paid on equity shares	-	(5,901)	(5,901)
Total comprehensive income	-	5,901	5,901
Balance at 30th September 2019	220,041	-	220,041
Dividends paid on equity shares	-	(4,827)	(4,827)
Total comprehensive income	-	4,827	4,827
Balance at 30th September 2020	220,041	-	220,041

The notes on pages 11 to 19 form part of these financial statements

1. STATUTORY INFORMATION

FC Skyfall Intermediate Holdco 1 Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

2. ACCOUNTING POLICIES

Basis of preparing the financial statements

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

The average monthly number of employees (excluding executive directors) was nil (2019: nil).

The functional currency of the Company is considered to be pounds sterling because that is the currency of the primary economic environment in which the Company operates.

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of paragraphs 12.26, 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirement of paragraph 33.7.

Preparation of consolidated financial statements

The financial statements contain information about FC Skyfall Intermediate Holdco 1 Limited as an individual Company and do not contain consolidated financial information as the parent of a group. The Company is exempt under Section 400 of the Companies Act 2006 from the requirements to prepare consolidated financial statements as it and its subsidiary undertaking are included by full consolidation in the consolidated financial statements of its parent, FC Skyfall Upper Midco Limited, Southgate House, Archer Street, Darlington, DL3 6AH.

Related party exemption

The company has taken advantage of exemption, under the terms of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', not to disclose related party transactions with wholly owned subsidiaries within the group.

Going concern

The financial statements have been prepared on a going concern basis which the Directors consider to be appropriate for the following reasons:

The Company is a subsidiary of FC Skyfall Holdco 3 Limited (the "Group"). The directors of FC Skyfall Holdco 3 Limited, the parent undertaking, manage the Group's strategy and risks on a consolidated basis, rather than at an individual entity level. Similarly, the financial and operating performance of the business is assessed at a Group level. For these reasons, the directors do not prepare cash flow forecasts at an individual entity level.

The Directors have reviewed the going concern of the Group and the Company carefully in the preparation of these financial statements. In order to prepare the financial statements on a going concern basis, the Directors have considered detailed financial projections for a period through 12 months from the date of signing the financial statements. These projections are based on the Group's detailed forecasts. By their very nature, forecasts and projections are inherently uncertain, however, the prepared forecasts show that the Group will operate well within its committed facilities for that period.

2. **ACCOUNTING POLICIES - continued**

Going Concern (continued)

The Directors have prepared detailed cash flow forecasts for the Group for the period to 30th September 2025. Net debt levels, servicing costs and working capital requirements are closely monitored and managed in accordance to the Group's objectives, policies and processes, and these have each been considered as part of these forecasts.

The Group has reviewed its working capital requirements including its current shareholders' funds position and maintains sufficient cash resources to meet its day to day working capital requirements. At 30th September 2020, the FC Skyfall Holdco 3 Limited Group was financed by £102.0m of cash, £461.2m of term loans and £134.3m of loan notes with related parties. On 27th April 2021, FC Skyfall (UK) Financeco Limited, the new intermediate parent company of the Company, entered into a new facility agreement for a total loan of £570.0m, which consisted of £540.0m to fully repay the existing debts of FC Skyfall Holdco 3 Limited Group and a further facility of £30.0m is available for drawdown to fund working capital and capital expenditure within the next two years. No financial covenants are tested within the first two years and there is no amortisation during the term of the loan.

Sensitivity analysis has been performed to model the impact of more adverse trends compared to those included in the financial projections. These sensitivities seek to model the impact of severe but plausible downside risks to the achievement of the financial projections. The sensitivities applied were a further fall in occupancy due to increased death rates and delay in recovery of admissions due to an increase of homes in outbreak (homes in outbreak are unable to accept admissions). When these downside sensitivities are applied to the financial projections, there are no indications of liquidity concerns, for a period through 12 months from the date of signing the financial statements, noting that the Group has no financial covenants that need to be complied with until the quarter ending 30th June 2023.

The going concern of the Company is dependent upon the overall going concern of the Skyfall Holdco 3 Limited Group. The Company and its Group undertakings are obligors to a £570m term loan facility agreement entered into by FC Skyfall (UK) Financeco Limited, the Company's intermediate parent undertaking. The facility is secured by a fixed and floating charge over the Group's assets and unlimited guarantee from its Group undertakings. FC Skyfall Holdco 3 Limited has indicated that it will make available such funds as are needed by the entity and that it does not intend to seek repayment of amounts due at the balance sheet date for a period of at least 12 months from the date of approval of these financial statements. As with any company placing reliance on other Group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue indefinitely although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Based on the Group's forecasts and projections and taking into account reasonable possible changes in trading performance as mentioned above, the Directors have a reasonable expectation that the Group and the Company will have adequate resources to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements. Thus, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Turnover

The Company recognises turnover when the amount can be reliably measured and when there is a right to consideration. Turnover is recorded at the value of consideration due.

Dividends

Dividends receivable and dividends payable are recognised in the financial statements when amounts have been declared and paid.

2. **ACCOUNTING POLICIES - continued**

Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provision of the instrument.

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit and loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Financial assets and liabilities are only offset in the balance sheet when, and only when there exists a legally enforceable right to set off the recognised amounts and the Company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Financial assets are derecognised when and only when a) the contractual rights to the cash flows from the financial asset expire or are settled, b) the Company transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or c) the Company, despite having retained some, but not all, significant risks and rewards of ownership, has transferred control of the asset to another party.

Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

Taxation

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is provided in full on timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax liabilities are recognised for timing differences arising from investments in subsidiaries and associates, except where the Company is able to control the reversal of the timing differences and it is probable that it will not reverse in the foreseeable future.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date that are expected to apply to the reversal of the timing difference. Deferred tax relating to non-depreciable property, plant and equipment measured using the revaluation model and investment property is measured using the tax rates and allowances that apply to sale of the asset. In other cases, the measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Where items recognised in other comprehensive income or equity are chargeable to or deductible for tax purposes, the resulting current or deferred tax expense and income is presented in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense or income.

2. **ACCOUNTING POLICIES - continued**

Taxation (continued)

Current tax assets and liabilities are offset only when there is a legally enforceable right to set off the amounts and the Company intends either to settle on a net basis or to realise that assets and settle the liability simultaneously.

Deferred tax assets and liabilities are offset only if: (a) the Company has a legally enforceable right to set off current tax assets against current tax liabilities; and (b) the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis; or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Investments

Fixed asset investments are stated at cost less provision for impairment.

Impairment of assets

Assets, other than those measured at fair value, are assessed for indicators of impairment at each balance sheet date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss as described below.

Non-financial assets

An asset is impaired where there is objective evidence that, as a result of one or more events that occurred after initial recognition, the estimated recoverable value of the asset has been reduced. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use.

Where indicators exist for a decrease in impairment loss, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

Financial assets

For financial assets carried at amortised cost, the amount of impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

For financial assets carried at cost less impairment, the impairment loss is the difference between the asset's carrying amount and the best estimate of the amount that would be received for the asset if it were to be sold at the reporting date.

Where indicators exist for a decrease in impairment loss, and the decrease can be related objectively to an event occurring after the impairment was recognised, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired financial asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

Notes to the Financial Statements - continued
for the Year Ended 30th September 2020

3. **CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY**

In the application of the Group's accounting policies, which are described in note 2, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. There are no significant judgements made by the Company in its accounting policies during the year.

Determining whether the investment in subsidiary undertakings should be impaired based on the financial position and future prospect of the investment requires annual assessment. See note 8.

4. **TURNOVER**

The turnover and profit before taxation are attributable to the one principal activity of the Company.

Turnover	2020	2019
	£'000	£'000
Dividends received	4,827	5,901
	<u>4,827</u>	<u>5,901</u>

Turnover represents dividends received from subsidiary undertakings.

5. **PROFIT BEFORE TAXATION**

The Company had no employees during the current year.

The Director of the Company is also a director of the other companies within the FC Skyfall Upper Midco Limited group. The Director's emoluments are paid by HC-One Limited, a group undertaking, during the current year, and no recharges to the Company.

No audit fees have been charged to the profit and loss account. Audit fees of £1,000 have been borne by NHP Management Limited in the current year, and are not repayable by the Company.

The Company did not incur any non-audit fees during the current year.

6. **TAXATION**

Analysis of the tax charge

No liability to UK corporation tax arose for the year ended 30th September 2020 nor for the year ended 30th September 2019.

Reconciliation of total tax charge included in profit and loss

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below:

	2020	2019
	£'000	£'000
Profit before tax	4,827	5,901
	<u>4,827</u>	<u>5,901</u>
Profit multiplied by the standard rate of corporation tax in the UK of 19% (2019 - 19%)	917	1,121
Effects of:		
Income not taxable for tax purposes	(917)	(1,121)
	<u>(917)</u>	<u>(1,121)</u>
Total tax charge	-	-
	<u>-</u>	<u>-</u>

Notes to the Financial Statements - continued
for the Year Ended 30th September 2020

6. **TAXATION - continued**

The standard rate of tax applied to reported profit is 19.0% (2019:19.0%).

The 11th March 2020 Budget announced that the UK tax rate will remain at the current rate of 19% and not reduce to 17% from 1st April 2020 as previously enacted. This will have a consequential effect on the company's future tax charge.

There is no expiry date on timing differences, unused tax losses or tax credits.

7. **DIVIDENDS PAID ON EQUITY SHARES**

	2020	2019
	£'000	£'000
Ordinary shares of £1 each		
Dividends paid on equity shares	4,827	5,901
	<u>4,827</u>	<u>5,901</u>

Dividends paid on equity shares relate to those declared and fully paid in the year.

8. **FIXED ASSET INVESTMENTS**

	Shares in group undertakings £'000
COST	
At 1st October 2019 and 30th September 2020	<u>220,041</u>
NET BOOK VALUE	
At 30th September 2020	<u>220,041</u>
At 30th September 2019	<u>220,041</u>

On 14th June 2017, the Company subscribed to one ordinary share of FC Skyfall Intermediate Holdco 2 Limited, a company incorporated in United Kingdom for £1. On 28th June 2017 the Company acquired another 203,741,391 ordinary shares of £1 each for £203,741,391. On 30th June 2017 the Company acquire a further 16,300,000 ordinary shares for £1 per share. At 30th September 2020, the Company owned 100% issued share capital of FC Skyfall Intermediate Holdco 2 Limited.

FC Skyfall Intermediate Holdco 1 Limited

Notes to the Financial Statements - continued for the Year Ended 30th September 2020

8. FIXED ASSET INVESTMENTS - continued

At 30th September 2020, the Company held investments either directly or indirectly in the following subsidiary undertakings:

Name	Country of incorporation	% Holdings	Principal activity
FC Skyfall Intermediate Holdco 2 Limited	United Kingdom	100%	Holding Company
FC Skyfall Intermediate Holdco 3 Limited	United Kingdom	100%	Holding Company
FC Skyfall Bidco Limited	Cayman Islands	100%	Holding Company
NHP Holdco 1 Limited	Cayman Islands	100%	Holding Company
NHP Holdco 2 Limited	Cayman Islands	100%	Holding Company
NHP Holdco 3 Limited	Cayman Islands	100%	Holding Company
Libra CareCo CH2 PropCo Holdco Limited	United Kingdom	100%	Investment company in group undertaking with investment in care home properties
Libra CareCo CH2 PropCo Limited	United Kingdom	100%	Investment in care home properties
Libra CareCo CH3 PropCo Holdco Limited	United Kingdom	100%	Investment company in group undertaking with investment in care home properties
Libra CareCo CH3 PropCo Limited	United Kingdom	100%	Investment in care home properties
Libra CareCo Holdings Limited	United Kingdom	100%	Dormant company
Libra CareCo Investments 1 Limited	United Kingdom	100%	Investment company in group undertaking with investment in care home properties
Libra CareCo Investments 2 Limited	United Kingdom	100%	Investment company in group undertaking with investment in care home properties
Libra CareCo Limited	United Kingdom	100%	Parent company of subsidiary undertakings with investment in care home properties
NHP Limited	United Kingdom	100%	Parent company of subsidiary undertakings with investment in care home properties
NHP Securities No.1 Limited	United Kingdom	100%	Investment in care home properties
NHP Securities No.2 Limited	United Kingdom	100%	Investment in care home properties
NHP Securities No.3 Limited	United Kingdom	100%	Investment in care home properties
NHP Securities No.4 Limited	United Kingdom	100%	Dormant company
NHP Securities No.5 Limited	Jersey	100%	Investment in care home properties
NHP Securities No.8 Limited	Jersey	100%	Investment in care home properties
NHP Securities No.9 Limited	Jersey	100%	Dormant company
NHP Securities No.10 Limited	Jersey	100%	Investment in care home properties
NHP Securities No.11 Limited	Jersey	100%	Parent company of NHP Securities No.9 Limited

Notes to the Financial Statements - continued
for the Year Ended 30th September 2020

8. **FIXED ASSET INVESTMENTS - continued**

NHP Securities No.12 Limited	United Kingdom	100%	Investment in care home properties
NHP Management Limited	United Kingdom	100%	Management of care home property portfolios
NHP Operations (York) Limited	United Kingdom	100%	Care home property development
Care Homes No. 1 Limited	Cayman Islands	100%	Investment in care home properties
Care Homes No. 2 (Cayman) Limited	Cayman Islands	100%	Investment in care home properties
Care Homes No. 3 Limited	Cayman Islands	100%	Investment in care home properties
Libra Intermediate Holdco Limited	Jersey	100%	Investment company in care home operating company
HC-One Limited	United Kingdom	100%	Care Home Operator
LLNH Limited	United Kingdom	100%	Dormant company
Meridian Healthcare (Holdings) Limited	United Kingdom	100%	Dormant company
Meridian Healthcare Limited	United Kingdom	100%	Care Home Operator
Boxutra Limited	United Kingdom	100%	Dormant company
Sweetgrove Limited	United Kingdom	100%	Dormant company
Meridian Care Developments Limited	United Kingdom	100%	Dormant company
Sanlor Care Group Limited	United Kingdom	100%	Dormant company
Sanlor Care Homes (Scunthorpe) Limited	United Kingdom	100%	Dormant company
Meridian Care Limited	United Kingdom	100%	Dormant company
HC-One Beamish Limited	United Kingdom	100%	Care Home Operator
HC-One Beamish Homecare Limited	United Kingdom	100%	Care Home Operator
HC-One Beamish Properties Ltd	Isle of Man	100%	Investment in care home properties
FC Beamish Bidco Limited	United Kingdom	100%	Holding Company
FC Skyfall IOM Properties Ltd	Isle of Man	100%	Investment in care home properties
RV Care Homes Limited	United Kingdom	100%	Care Home Operator
RV Extra Care Limited	United Kingdom	100%	Care Home Operator
Libra GuaranteeCo Limited	United Kingdom	100%	Dormant company

All shares directly held by FC Intermediate Skyfall Holdco 1 Limited. All others are indirect. All shares held are ordinary shares.

9. **CALLED UP SHARE CAPITAL**

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	2020 £'000	2019 £'000
220,041,392	Ordinary shares	£1	<u>220,041</u>	<u>220,041</u>

10. **CONTINGENT LIABILITIES AND GUARANTEES**

On 27th April 2021, FC Skyfall (UK) Financeco Limited, the new intermediate parent company of the Company entered into a five year £570.0m term loan facility agreement, with a maturity date on 26th April 2026. The loan is secured with unlimited guarantee and by fixed and floating charges over the group assets of FC Skyfall Holdco 3 Limited and its subsidiary undertakings. As at the date of signing the accounts, the drawn down term loan of £540.0m remains outstanding.

11. **RELATED PARTY TRANSACTIONS**

The Company has taken exemption provided under FRS 102 to not disclose intercompany transactions with other group undertakings within the FC Skyfall Upper Midco Limited group.

There are no transactions between the Company and the Directors during the current year.

12. **POST BALANCE SHEET EVENTS**

Refinancing

On 27th April 2021, FC Skyfall (UK) Financeco Limited, the new intermediate parent company of the Company entered into a five year £570.0m term loan facility agreement, with a maturity date on 26th April 2026. The total facility includes a £540.0m tranche 1 loan, which was utilised to repay the existing debts of FC Skyfall Holdco 3 Limited Group and a tranche 2 loan facility of £30.0m is available for working capital and capital expenditure investment within the next two years. No financial covenants are tested during the first two years and there is no amortisation during the term of the loan.

13. **ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY**

The immediate parent undertaking is FC Skyfall Lower Midco Limited, a company incorporated in the United Kingdom and registered in England and Wales.

The Directors regard Skyfall LP (formerly FC Skyfall LP), a limited partnership incorporated and registered in the Cayman Islands, as the ultimate parent undertaking.

The ultimate controlling party, beyond Skyfall LP, is Skyfall GP Limited (formerly FC Skyfall GP Limited), a company incorporated in Cayman Islands.

The largest group into which these financial statements are consolidated is FC Skyfall Intermediate Holdco 3 Limited with registered office at Southgate House, Archer Street, Darlington, DL3 6AH.

The smallest group in which the results of the Company are consolidated is that headed by FC Skyfall Upper Midco Limited, a company incorporated in England and Wales. The registered address of FC Skyfall Upper Midco Limited is Southgate House, Archer Street, Darlington, DL3 6AH.

Copies of financial statements of all the companies for the year ended 30th September 2020 are available from Companies House at Crown Way, Cardiff, Wales, CF14 3UZ